

Exhibit 18

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9
10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION

12
13 SECURITIES AND EXCHANGE
COMMISSION,

14 Plaintiff,

15 v.

16 KENNETH L. SCHROEDER,

17 Defendant.

Case No. C-07-3798-JW

**THIRD PARTY KLA-TENCOR
CORPORATION'S AMENDED AND
SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S
SUBPOENA FOR RECORDS**

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19
20 Pursuant to Federal Rules of Civil Procedure Rule 45, third-party KLA-Tencor
21 Corporation ("KLA"), by and through its attorneys Morgan, Lewis & Bockius LLP, hereby
22 submits its amended objections and responses to the Subpoena for Records served by Kenneth L.
23 Schroeder on October 18, 2007 ("Subpoena"). These objections and responses shall supersede
24 those previously served by KLA on November 8, 2007.

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1.

**THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW**

1 KLA incorporates by reference each and every General Objection set forth below into
 2 each and every specific response. Occasionally a specific response may repeat a General
 3 Objection for emphasis or some other reason. The failure to repeat any General Objection in any
 4 specific response shall not be interpreted as a waiver of any General Objection to that response.

6 GENERAL OBJECTIONS

7 1. AMENDED OBJECTION: KLA objects to the Demands to the extent that they
 8 seek production of documents already in Schroeder's possession, custody, or control, or that are
 9 equally as accessible to Schroeder as to KLA. This includes, but is not limited to, documents
 10 produced to Schroeder by the Securities and Exchange Commission ("SEC") as Initial
 11 Disclosures under F.R.C.P. 26(a)(1) ("Initial Disclosures") or in any other document production
 12 or disclosure by the SEC or a third party. Based on KLA's review of the SEC's Initial
 13 Disclosures to Schroeder, KLA believes that Schroeder has already received from the SEC
 14 thousands of pages of documents, which KLA and other parties previously produced to the SEC
 15 and other government agencies, that are responsive to this Subpoena. Because such documents
 16 are already in Schroeder's possession, custody, or control or are equally as accessible to
 17 Schroeder as to KLA, it would be unduly burdensome and an improper use of the discovery
 18 process to compel KLA to produce such documents in this case.

19 2. KLA objects to the Subpoena and the Definitions, Instructions, and Demands
 20 contained therein to the extent that they impose obligations that exceed the scope of KLA's
 21 obligations under the Federal Rules or the Local Rules for the Northern District of California.

22 3. KLA objects to the Demands to the extent they are overly broad, unduly
 23 burdensome and oppressive (including, without limitation, Demands as to which the burden and
 24 expense of locating and producing potentially responsive documents, which (if any exist) may be
 25 numerous and in numerous different locations, clearly outweighs the probative value (if any) of
 26 such documents), and beyond the proper scope of discovery. Such objections shall be made in
 27 the short form "overly broad and unduly burdensome."

28 4. KLA objects to the Demands to the extent they seek production of documents that
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are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence.

5. AMENDED OBJECTION 5: KLA objects to the Demands to the extent they seek production of documents protected by the attorney-client privilege, work product doctrine, or any other applicable privileges, doctrine, or immunity. No such privileged documents or information will be produced at any time, and any inadvertent production thereof shall not be deemed a waiver of any privilege with respect to such documents or information or of any work product doctrine which may attach thereto. KLA further objects to the extent that Schroeder has taken the unreasonable position of insisting that production of any documents protected by the attorney-client privilege or attorney work product would constitute a waiver of said privilege. KLA additionally objects to Schroeder's insistence that KLA's previous productions to the SEC and other government agencies constituted a waiver of any attorney-client privilege or attorney work product.

6. AMENDED OBJECTION 6: KLA objects to the Demands to the extent they seek confidential, proprietary, or competitively sensitive information, or information protected by rights of privacy of KLA's past and present employees under Article I, Section 1 of the California Constitution and other applicable law. Absent the entry of a suitable protective order in this case to safeguard the confidentiality of the documents sought, no such documents will be produced. KLA objects to the Demands to the extent that Schroeder has refused to cooperate with KLA regarding a protective order. KLA further objects to the extent that Schroeder insists on specific designation of the categories of documents produced, which is extremely burdensome given the massive volume of documents sought by these Demands. KLA objects to the Demands to the extent they seek documents not currently in its possession, custody, or control.

7. KLA objects to the Demands to the extent they are not set forth with sufficient particularity, and/or are vague, ambiguous, duplicative, and unlimited in scope.

8. KLA objects to the Demands to the extent they seek documents not currently in its possession, custody, or control.

9. KLA objects to the Demands to the extent they seek documents that are no longer

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1 readily accessible to KLA but might exist only in electronic archives or back-up files. KLA will
 2 not rebuild these electronic archives and back-up files in order to search for documents that may
 3 be responsive to the Demands.

4 10. KLA objects to the Demands to the extent they seek to impose on KLA an
 5 obligation to investigate or discover information or materials from third parties or sources that are
 6 equally accessible to Defendant.

7 11. KLA objects to the Demands to the extent they seek documents or information
 8 regarding third parties. The SEC has alleged that Defendant "violated the antifraud provisions of
 9 the federal securities laws, made or caused to be made materially false or misleading statements
 10 to KLA's auditors, falsified books and records, and caused KLA to falsely report its financial
 11 results." See Complaint, ¶ 4. Thus, the conduct of or information or documents regarding any
 12 party other than Schroeder are not relevant to the subject matter of this action and are beyond the
 13 scope of permissible discovery.

14 12. KLA objects to the Demands to the extent they seek documents during the time
 15 frame January 1, 1991 to December 31, 1996 as overly broad and unduly burdensome, as well as
 16 irrelevant. The time frame at issue in this action is mid-1999 to mid-2002 "and once again in
 17 2005." See Complaint, ¶ 1. Moreover, the Subpoena largely seeks documents that KLA
 18 previously produced to the SEC and the Department of Justice as part of the various
 19 governmental investigations pertaining to KLA and Defendant; those documents and
 20 investigations focused upon the timeframe in 1997 and after.

21 13. KLA objects to the Demands as overly broad, unduly burdensome, oppressive, and
 22 beyond the proper scope of discovery to the extent they seek documents and information
 23 available to Defendant from Plaintiff or from other non-parties. KLA, a non-party to this action,
 24 should not be put to the time and expense to produce such documents and information.

25 14. AMENDED OBJECTION 14: By representing that it will produce documents,
 26 KLA does not represent that such documents exist, but only that a reasonable, good faith search
 27 for such documents will be made and, to the extent that any such responsive nonprivileged
 28 documents exist and are not already in Schroeder's possession, those documents will be produced

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4.

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1 subject to the objection(s) stated provided that an adequate protective order is entered that will
2 protect disclosure of KLA and KLA current and former employees' confidential, proprietary,
3 and/or private information.

4 15. KLA's objections, responses, and production of documents are based upon
5 information and writings available to and located by KLA and its undersigned attorneys as of
6 service of these responses. KLA has not completed its investigation of the facts relating to this
7 Subpoena, and all of the information supplied and documents and things produced are based only
8 on such information and documents which are reasonably available and specifically known to
9 KLA and its attorneys as of the date of service of its response. Therefore, KLA's objections,
10 responses, and production of documents are without prejudice to its right to supplement and/or
11 amend its objections, responses, and production of documents.

12 16. If multiple, identical copies of any document are responsive to any Demands
13 herein, only one representative copy will be produced. Producing more than one identical copy is
14 unduly burdensome and oppressive.

15 17. KLA objects to the use of the terms "YOU," "YOUR," and "THE COMPANY" on
16 the ground that these terms render the Demands in which they appear vague and ambiguous,
17 overly broad, unduly burdensome, oppressive, and beyond the scope of permissible discovery to
18 the extent such definitions expand the scope of inquiry beyond the directors, officers, employees,
19 members of the Special Committee, and members of the Special Litigation Committee of KLA.

20 18. KLA objects to the term "COMMUNICATION(S)" as used in the Subpoena, to
21 the extent this definition is broader than and deviates from the commonly understood definition of
22 the term, on the ground that it renders the Demands in which it appears vague, ambiguous, and
23 overly broad and unduly burdensome.

24 19. KLA objects to the term "DOCUMENT(S)" as used the Subpoena, to the extent
25 this definition is broader than and deviates from the commonly understood definition of the term,
26 on the ground that it renders the Demands in which it appears vague, ambiguous, and overly
27 broad and unduly burdensome.

**SPECIFIC OBJECTIONS AND RESPONSES TO DEFENDANT'S PRODUCTION
DEMANDS NO. 1-60**

PRODUCTION DEMAND NO. 1

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION or the RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, the SEC.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 1

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

Based on KLA's review of the SEC's Initial Disclosures, KLA believes the SEC has already produced substantially all of the documents responsive to this Demand to Schroeder. Because these documents are already in Schroeder's possession, custody, or control, it would be unduly burdensome and an improper use of the discovery process to compel KLA to produce such documents in this case. Accordingly, KLA will not produce any documents responsive to this Demand which the SEC has already produced to Schroeder, as such documents are already in Schroeder's possession, custody, or control, and therefore are equally accessible to Schroeder as to KLA. KLA also refuses to produce many of these responsive documents on the additional ground that they are protected by the attorney client privilege, the work product doctrine, and/or

1 other applicable privileges. To the extent Schroeder is concerned that the set of documents he
 2 received from the SEC is incomplete, KLA is willing to meet and confer with Schroeder to
 3 compare the documents he has received from the SEC with the non-privileged, non-attorney work
 4 product documents KLA already produced to the SEC.

5 To the extent that KLA has any responsive documents that the SEC has not produced to
 6 Schroeder and that are not protected by the attorney-client privilege, the work product doctrine, or
 7 some other applicable privilege, KLA will produce such documents to Schroeder to the extent
 8 they do not contain any trade secrets or confidential or completely sensitive business information
 9 and subject to the entry by the court of a protective order prohibiting the parties from disclosing
 10 such documents or information to third parties or using them for purposes unrelated to this
 11 litigation. However, KLA currently believes that all non-privileged responsive documents that
 12 were produced to the SEC have already been produced to Schroeder pursuant to the SEC's Initial
 13 Disclosures.

14 **PRODUCTION DEMAND NO. 2**

15 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION or
 16 the RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to,
 17 presented to or received from, the DOJ.

18 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 2**

19 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 20 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 21 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 22 KLA further objects to this Demand to the extent it seeks production of documents which are
 23 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 24 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 25 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 26 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 27 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 28 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this

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7.

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1 Demand to the extent it contains duplicative requests, in whole or in part.

2 Based on KLA's review of the SEC's Initial Disclosures, KLA believes the SEC has
3 already produced substantially all of the documents responsive to this Demand to Schroeder.
4 Because these documents are already in Schroeder's possession, custody, or control, it would be
5 unduly burdensome and an improper use of the discovery process to compel KLA to produce
6 such documents in this case. Accordingly, KLA will not produce any documents responsive to
7 this Demand which the SEC has already produced to Schroeder, as such documents are already in
8 Schroeder's possession, custody, or control, and therefore are equally accessible to Schroeder as
9 to KLA. KLA also refuses to produce many of these responsive documents on the additional
10 ground that they are protected by the attorney client privilege, the work product doctrine, and/or
11 other applicable privileges. To the extent Schroeder is concerned that the set of documents he
12 received from the SEC is incomplete, KLA is willing to meet and confer with Schroeder to
13 compare the documents he has received from the SEC with the non-privileged, non-attorney work
14 product documents KLA already produced to the DOJ.

15 To the extent that KLA has any responsive documents that the SEC has not produced to
16 Schroeder and that are not protected by the attorney-client privilege, the work product doctrine, or
17 some other applicable privilege, KLA will produce such documents to Schroeder to the extent
18 they do not contain any trade secrets or confidential or completely sensitive business information
19 and subject to the entry by the court of a protective order prohibiting the parties from disclosing
20 such documents or information to third parties or using them for purposes unrelated to this
21 litigation. However, KLA currently believes that all non-privileged responsive documents that
22 were produced to the DOJ have already been produced to Schroeder pursuant to the SEC's Initial
23 Disclosures.

24 **PRODUCTION DEMAND NO. 3**

25 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION or
26 the RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to,
27 presented to or received from, the NASDAQ.

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8.

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RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 3

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

Subject to and without waiving the foregoing limitations and General and Specific Objections, KLA will produce relevant, non-privileged documents that are responsive to this Demand provided that an adequate protective order is entered that will protect disclosure of KLA and KLA current and former employees' confidential, proprietary, and/or private information.

PRODUCTION DEMAND NO. 4

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, PWC.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 4

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

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9.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 KLA further objects to this Demand to the extent it seeks production of documents which are
 2 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 3 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 4 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 5 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 6 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 7 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 8 Demand to the extent it contains duplicative requests, in whole or in part.

9 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 10 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 11 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 12 No such documents will be produced by KLA.

13 Subject to and without waiving the foregoing limitations and General and Specific
 14 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
 15 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
 16 and KLA current and former employees' confidential, proprietary, and/or private information.

17 **PRODUCTION DEMAND NO. 5**

18 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION
 19 and/or RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to,
 20 presented to or received from LECG.

21 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 5**

22 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 23 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 24 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 25 KLA further objects to this Demand to the extent it seeks production of documents which are
 26 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 27 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 28 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

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10.

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1 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 2 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 3 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 4 Demand to the extent it contains duplicative requests, in whole or in part.

5 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 6 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 7 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

8 No such documents will be produced by KLA.

9 **PRODUCTION DEMAND NO. 6**

10 All DOCUMENTS which you reviewed as part of the SPECIAL COMMITTEE
 11 INVESTIGATION and/or RESTATEMENT.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 6**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

16 KLA further objects to this Demand to the extent it seeks production of documents which are
 17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

20 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 21 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

27 No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 7

All DOCUMENTS which YOU created or prepared in connection with SPECIAL COMMITTEE INVESTIGATION, including all DOCUMENTS concerning interviews of witnesses and summaries of option grants, including all drafts.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 7

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 8

All DOCUMENTS which YOU created or prepared in connection with SLC INVESTIGATION, including all DOCUMENTS concerning interviews of witnesses, including all drafts.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 8

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form.

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12.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 KLA further objects to this Demand to the extent it seeks production of documents which are
 2 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 3 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 4 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 5 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 6 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 7 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 8 Demand to the extent it contains duplicative requests, in whole or in part.

9 KLA further objects to this Demand to the extent that Schroeder's counsel agreed, during
 10 a meet and confer dated November 20, 2007, that Schroeder would wait to pursue documents
 11 responsive to this Demand.

12 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 13 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 14 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 15 No such documents will be produced by KLA.

16 **PRODUCTION DEMAND NO. 9**

17 All DOCUMENTS memorializing any interactions which you attended with
 18 representatives of the SEC, DOJ and/or NASDAQ CONCERNING the SPECIAL COMMITTEE
 19 INVESTIGATION and/or RESTATEMENT.

20 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 9**

21 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 22 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 23 to this Demand to the extent that it is vague and ambiguous, compound and improper in form.
 24 KLA further objects to this Demand to the extent it seeks production of documents which are
 25 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 26 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 27 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

28 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 1-SF/7643633.3 13.

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1 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 10**

9 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION
 10 and/or RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to
 11 presented to or received from, members of the press or other news media.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 10**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 16 KLA further objects to this Demand to the extent it seeks production of documents which are
 17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 20 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 21 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 27 No such documents will be produced by KLA.

28 Subject to and without waiving the foregoing limitations and General and Specific
 I-SF/7643633.3 14.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
 2 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
 3 and KLA current and former employees' confidential, proprietary, and/or private information.

4 **PRODUCTION DEMAND NO. 11**

5 All DOCUMENTS CONCERNING the COMPANY'S SEC filings that refer to or discuss
 6 the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, including drafts
 7 which YOU prepared or edited.

8 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 11**

9 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 10 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 11 to this Demand to the extent that it is vague and ambiguous, compound and improper in form.
 12 KLA further objects to this Demand to the extent it seeks production of documents which are
 13 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 14 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 15 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 16 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 17 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 18 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 19 Demand to the extent it contains duplicative requests, in whole or in part.

20 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 21 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 22 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 23 No such documents will be produced by KLA.

24 **PRODUCTION DEMAND NO. 12**

25 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted
 26 to, read to (in whole or in part), summarized to, presented to or received from, the SEC.

27 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 12**

28 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 1-SF/7643633.3 15.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

Subject to and without waiving the foregoing limitations and General and Specific Objections, KLA will produce relevant, non-privileged documents that are responsive to this Demand provided that an adequate protective order is entered that will protect disclosure of KLA and KLA current and former employees' confidential, proprietary, and/or private information.

PRODUCTION DEMAND NO. 13

All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, the DOJ.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 13

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents

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16.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 2 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 3 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 4 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 5 Demand to the extent it contains duplicative requests, in whole or in part.

6 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 7 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 8 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 9 No such documents will be produced by KLA.

10 **PRODUCTION DEMAND NO. 14**

11 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted
 12 to, read to (in whole or in part), summarized to, presented to or received from, the NASDAQ, in
 13 any interaction with it in YOUR capacity as counsel for KLA-TENCOR or as counsel for any
 14 individual director or employee of KLA-TENCOR.

15 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 14**

16 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 17 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 18 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 19 KLA further objects to this Demand to the extent it seeks production of documents which are
 20 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 21 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 22 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 23 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 24 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 25 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 26 Demand to the extent it contains duplicative requests, in whole or in part.

27 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 28 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 1-SF/7643633 17.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 2 No such documents will be produced by KLA.

3 **PRODUCTION DEMAND NO. 15**

4 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted
 5 to, read to (in whole or in part), summarized to, presented to or received from, PWC.

6 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 15**

7 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 8 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 9 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 10 KLA further objects to this Demand to the extent it seeks production of documents which are
 11 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 12 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 13 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 14 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 15 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 16 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 17 Demand to the extent it contains duplicative requests, in whole or in part.

18 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 19 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 20 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 21 No such documents will be produced by KLA.

22 **PRODUCTION DEMAND NO. 16**

23 All calendars, notebooks or diaries memorializing dates for telephone calls and/or
 24 meetings of Kenneth Levy, Jon Tompkins, Gary Dickerson, Joy Nyberg, Lisa Berry, Stuart
 25 Nichols, John Kispert, Maureen Lamb, Barbara Stebbins and Mark Nordstrom CONCERNING
 26 compensation of employees, accounting for employee compensation, stock option grants and/or
 27 corporate governance issues.

28
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18.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 16

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 17

All DOCUMENTS CONCERNING the dates, times, participants and length of meetings and/or telephone calls which YOU had with the SEC, DOJ and/or NASDAQ CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or SLC INVESTIGATION, including attorney billing records and calendar entries.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 17

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents

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19.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 2 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 3 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 4 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 5 Demand to the extent it contains duplicative requests, in whole or in part.

6 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 7 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 8 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

9 No such documents will be produced by KLA.

10 **PRODUCTION DEMAND NO. 18**

11 All DOCUMENTS CONCERNING meetings and/or telephone calls which YOU had with
 12 representatives of the press or other news media CONCERNING SCHROEDER, LEVY, the
 13 SPECIAL COMMITTEE INVESTIGATION and/or the SLC INVESTIGATION, including
 14 attorney billing records and calendar entries.

15 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 18**

16 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 17 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 18 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 19 KLA further objects to this Demand to the extent it seeks production of documents which are
 20 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 21 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 22 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 23 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 24 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 25 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 26 Demand to the extent it contains duplicative requests, in whole or in part.

27 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 28 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 1-SF/7643633.3 20.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

2 No such documents will be produced by KLA.

3 **PRODUCTION DEMAND NO. 19**

4 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted
5 to, read to (in whole or in part), summarized to, presented to or received from the press.

6 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 19**

7 KLA reasserts and incorporates each of the General Objections set forth above. KLA
8 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
9 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
10 KLA further objects to this Demand to the extent it seeks production of documents which are
11 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
12 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
13 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
14 No such privileged documents will be produced. KLA objects to this Demand to the extent it
15 seeks confidential, proprietary, or highly sensitive information or information that is protected by
16 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
17 Demand to the extent it contains duplicative requests, in whole or in part.

18 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
19 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
20 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
21 No such documents will be produced by KLA.

22 Subject to and without waiving the foregoing limitations and General and Specific
23 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
24 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
25 and KLA current and former employees' confidential, proprietary, and/or private information.

26 **PRODUCTION DEMAND NO. 20**

27 All lists of search words, terms, or phrases that you used to search through DOCUMENTS
28 in connection with the SPECIAL COMMITTEE INVESTIGATION OR SPECIAL

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21.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 LITIGATION COMMITTEE INVESTIGATION.

2 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 20**

3 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 4 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 5 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 6 KLA further objects to this Demand to the extent it seeks production of documents which are
 7 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 8 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 9 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 10 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 11 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 12 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 13 Demand to the extent it contains duplicative requests, in whole or in part.

14 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 15 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 16 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 17 No such documents will be produced by KLA.

18 **PRODUCTION DEMAND NO. 21**

19 All DOCUMENTS CONCERNING the RESTATEMENT.

20 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 21**

21 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 22 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 23 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 24 KLA further objects to this Demand to the extent it seeks production of documents which are
 25 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 26 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 27 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

28 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 1-SF/7643633.3 22.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 22**

9 All DOCUMENTS CONCERNING KLA-TENCOR's SPECIAL COMMITTEE
 10 INVESTIGATION which the law firms of Skadden Arps Slate Meagher & Flom LLP on behalf
 11 of the SPECIAL COMMITTEE or Morgan Lewis, on behalf of the COMPANY transmitted to
 12 read to (in whole or in part), summarized to, presented to or received from any government
 13 agency or the NASDAQ.

14 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 22**

15 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 16 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 17 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 18 KLA further objects to this Demand to the extent it seeks production of documents which are
 19 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 20 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 21 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 22 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 23 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 24 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 25 Demand to the extent it contains duplicative requests, in whole or in part.

26 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 27 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 28 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

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23.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such documents will be produced by KLA.

2 **PRODUCTION DEMAND NO. 23**

3 All DOCUMENTS CONCERNING KLA-TENCOR's stock option grants to directors and
4 any other non-employee of the COMPANY.

5 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 23**

6 KLA reasserts and incorporates each of the General Objections set forth above. KLA
7 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
8 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
9 KLA further objects to this Demand to the extent it seeks production of documents which are
10 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
11 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
12 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
13 No such privileged documents will be produced. KLA objects to this Demand to the extent it
14 seeks confidential, proprietary, or highly sensitive information or information that is protected by
15 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
16 Demand to the extent it contains duplicative requests, in whole or in part.

17 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
18 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
19 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
20 No such documents will be produced by KLA.

21 **PRODUCTION DEMAND NO. 24**

22 All DOCUMENTS CONCERNING KLA-TENCOR's accounting for stock option grants,
23 both before and after the SPECIAL COMMITTEE INVESTIGATION, including all
24 DOCUMENTS transmitted to and received from PWC or LECG in connection with the
25 RESTATEMENT.

26 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 24**

27 KLA reasserts and incorporates each of the General Objections set forth above. KLA
28 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
I-SF/7643633.3 24.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 25

ALL DOCUMENTS CONCERNING action or remedial measures that YOU took as a result of the SPECIAL COMMITTEE INVESTIGATION, including documents CONCERNING resignations of directors from YOUR board of directors, terminations of officers and/or employees, cancellations of options, re-pricing of options and payment of bonuses on account of re-priced options.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 25

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it

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25.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 26**

9 All DOCUMENTS CONCERNING interviews of KLA-TENCOR current and former
 10 directors, officers, attorneys, employees, auditors, and consultants in whatever form (including
 11 memoranda, reports, handwritten notes, e-mails, dictation and summaries) that were conducted as
 12 part of the SPECIAL LITIGATION COMMITTEE INVESTIGATION.

13 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 26**

14 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 15 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 16 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 17 KLA further objects to this Demand to the extent it seeks production of documents which are
 18 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 19 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 20 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 21 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 22 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 23 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 24 Demand to the extent it contains duplicative requests, in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

28 No such documents will be produced by KLA.

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26.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

PRODUCTION DEMAND NO. 27

All DOCUMENTS evidencing the Board and/or the Compensation Committee's intention that officer grants be dated the same day as employee grants.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 27

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 28

All DOCUMENTS concerning the Board of Directors' granting of options to Section 16b officers including all DOCUMENTS evidencing any follow-up to assure that the Secretary, General Counsel, or Human Resources had properly documented its grants.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 28

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, argumentative, lacks foundation, and is improper in form. KLA further objects to this Demand to the extent it seeks

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27.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 production of documents which are neither relevant to the subject matter of this action nor
 2 reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this
 3 Demand to the extent it seeks documents protected by the attorney-client privilege, work product
 4 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA
 5 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive
 6 information or information that is protected by the right to privacy of any third party that KLA is
 7 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,
 8 in whole or in part.

9 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 10 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 11 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 12 No such documents will be produced by KLA.

13 **PRODUCTION DEMAND NO. 29**

14 All DOCUMENTS CONCERNING the number and dates of options granted by the
 15 Company to each of its directors and officers.

16 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 29**

17 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 18 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 19 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 20 KLA further objects to this Demand to the extent it seeks production of documents which are
 21 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 22 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 23 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 24 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 25 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 26 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 27 Demand to the extent it contains duplicative requests, in whole or in part.

28 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 2 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 3 No such documents will be produced by KLA.

4 Subject to and without waiving the foregoing limitations and General and Specific
 5 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
 6 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
 7 and KLA current and former employees' confidential, proprietary, and/or private information.

8 **PRODUCTION DEMAND NO. 30**

9 All DOCUMENTS concerning the Compensation Committee's granting of options to
 10 Section 16b officers including all DOCUMENTS evidencing any follow-up to assure that the
 11 Secretary, General Counsel, or Human Resources had properly documented its grants.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 30**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 15 to this Demand to the extent that it is vague and ambiguous, compound, argumentative, lacks
 16 foundation, and is improper in form. KLA further objects to this Demand to the extent it seeks
 17 production of documents which are neither relevant to the subject matter of this action nor
 18 reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this
 19 Demand to the extent it seeks documents protected by the attorney-client privilege, work product
 20 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA
 21 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive
 22 information or information that is protected by the right to privacy of any third party that KLA is
 23 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,
 24 in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

28 No such documents will be produced by KLA.

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29.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

PRODUCTION DEMAND NO. 31

All DOCUMENTS CONCERNING Part I, Item 3 (Legal Proceedings) and Part II, Item 7 (Management Discussion & Analysis) of THE COMPANY'S Form 10-K filed on January 29, 2007, including all drafts of these items.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 31

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 32

All DOCUMENTS CONCERNING the conclusions of the SPECIAL COMMITTEE set forth on pages 24 and 34 of THE COMPANY'S Form 10-K filed January 29, 2007, including all drafts these items.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 32

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

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30.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 KLA further objects to this Demand to the extent it seeks production of documents which are
 2 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 3 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 4 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 5 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 6 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 7 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 8 Demand to the extent it contains duplicative requests, in whole or in part.

9 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 10 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 11 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 12 No such documents will be produced by KLA.

13 **PRODUCTION DEMAND NO. 33**

14 All DOCUMENTS CONCERNING measurement dates for option grants applied before
 15 and as a result of the RESTATEMENT.

16 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 33**

17 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 18 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 19 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 20 KLA further objects to this Demand to the extent it seeks production of documents which are
 21 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 22 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 23 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 24 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 25 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 26 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 27 Demand to the extent it contains duplicative requests, in whole or in part.

28 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 1-SF/7643633.3 31.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 34

All DOCUMENTS CONCERNING interviews of KLA-TENCOR current and former directors, officers, employees, auditors, and consultants in whatever form (including memoranda, typed reports, handwritten notes, and summaries) that were conducted in connection with the SLC INVESTIGATION.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 34

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 35

All DOCUMENTS transmitted to or received from PWC CONCERNING the SLC INVESTIGATION, including all COMMUNICATIONS, binders, and document compilations.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 35

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 36

All DOCUMENTS provided to or received from LECG CONCERNING the SLC INVESTIGATION, including all COMMUNICATIONS, binders, and document compilations.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 36

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

No such privileged documents will be produced. KLA objects to this Demand to the extent it

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33.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 37**

9 All DOCUMENTS provided to or received from Skadden Arps Slate Meagher & Flom
 10 LLP CONCERNING the SPECIAL INVESTIGATION.

11 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 37**

12 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 13 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 14 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 15 KLA objects to this Demand on the grounds that it is unintelligible; the Subpoena contains no
 16 definition for the term "Special Investigation." KLA further objects to this Demand to the extent
 17 it seeks production of documents which are neither relevant to the subject matter of this action
 18 nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this
 19 Demand to the extent it seeks documents protected by the attorney-client privilege, work product
 20 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA
 21 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive
 22 information or information that is protected by the right to privacy of any third party that KLA is
 23 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,
 24 in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

28 No such documents will be produced by KLA.

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34.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

PRODUCTION DEMAND NO. 38

All DOCUMENTS provided to or received from Morgan, Lewis & Bockius LLP
CONCERNING the SPECIAL INVESTIGATION.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 38

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA objects to this Demand on the grounds that it is unintelligible; the Subpoena contains no definition for the term "Special Investigation." KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 39

All minutes of the meetings of THE COMPANY's Board of Directors.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 39

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

KLA further objects to this Demand to the extent it seeks production of documents which are

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35.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 2 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 3 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 4 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 5 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 6 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 7 Demand to the extent it contains duplicative requests, in whole or in part.

8 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 9 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 10 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 11 No such documents will be produced by KLA.

12 **PRODUCTION DEMAND NO. 40**

13 All minutes of the meetings of THE COMPANY'S Audit Committee.

14 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 40**

15 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 16 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 17 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 18 KLA further objects to this Demand to the extent it seeks production of documents which are
 19 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 20 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 21 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 22 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 23 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 24 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 25 Demand to the extent it contains duplicative requests, in whole or in part.

26 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 27 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 28 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

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36.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such documents will be produced by KLA.

2 **PRODUCTION DEMAND NO. 41**

3 All minutes of the meetings of THE COMPANY's Compensation Committee.

4 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 41**

5 KLA reasserts and incorporates each of the General Objections set forth above. KLA
6 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
7 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
8 KLA further objects to this Demand to the extent it seeks production of documents which are
9 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
10 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
11 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
12 No such privileged documents will be produced. KLA objects to this Demand to the extent it
13 seeks confidential, proprietary, or highly sensitive information or information that is protected by
14 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
15 Demand to the extent it contains duplicative requests, in whole or in part.

16 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
17 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
18 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
19 No such documents will be produced by KLA.

20 **PRODUCTION DEMAND NO. 42**

21 All DOCUMENTS CONCERNING KLA-TENCOR's unanimous written consents
22 granting stock options.

23 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 42**

24 KLA reasserts and incorporates each of the General Objections set forth above. KLA
25 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
26 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
27 KLA further objects to this Demand to the extent it seeks production of documents which are
28 neither relevant to the subject matter of this action nor reasonably calculated to lead to the

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37.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 2 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 3 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 4 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 5 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 6 Demand to the extent it contains duplicative requests, in whole or in part.

7 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 8 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 9 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 10 No such documents will be produced by KLA.

11 Subject to and without waiving the foregoing limitations and General and Specific
 12 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
 13 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
 14 and KLA current and former employees' confidential, proprietary, and/or private information.

15 **PRODUCTION DEMAND NO. 43**

16 All DOCUMENTS CONCERNING THE COMPANY'S decision to pay its CEO,
 17 Wallace, and any other officers or employees, a bonus to make up for re-pricing any of their
 18 misdated options.

19 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 43**

20 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 21 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 22 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 23 KLA further objects to this Demand to the extent it seeks production of documents which are
 24 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 25 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 26 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 27 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 28 seeks confidential, proprietary, or highly sensitive information or information that is protected by

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38.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 2 Demand to the extent it contains duplicative requests, in whole or in part.

3 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 4 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 5 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 6 No such documents will be produced by KLA.

7 **PRODUCTION DEMAND NO. 44**

8 ALL DOCUMENTS CONCERNING COMMUNICATIONS between Lisa Berry and
 9 anyone CONCERNING stock options, accounting for stock options, stock option procedures,
 10 selection of stock option grant dates and all DOCUMENTS found on her computer relating to the
 11 same subjects.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 44**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 16 KLA further objects to this Demand to the extent it seeks production of documents which are
 17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 20 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 21 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 27 No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 45

ALL DOCUMENTS CONCERNING the SLC INVESTIGATION that were shared, in whole or in part, by oral reference or otherwise with any government agency or stock exchange, including the SEC, the DOJ, or NASDAQ.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 45

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 46

ALL DOCUMENTS CONCERNING any KLA-TENCOR stock option committee.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 46

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the

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40.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 47

All DOCUMENTS created by, sent by or to, or received by or from any current or former employee of THE COMPANY'S Human Resources Department, Finance Department, Legal Department, or stock option committee CONCERNING THE COMPANY'S stock option grants, which grants were dated on or as of the following dates:

1. November 14, 1991
2. September 14, 1992
3. July 26, 1994
4. April 18, 1995
5. January 15, 1996
6. September 17, 1996
7. October 8, 1996
8. April 30, 1997
9. July 21, 1997
10. July 31, 1997
11. October 30, 1997
12. November 24, 1997
13. January 20, 1998

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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

- 1 14. March 18, 1998
- 2 15. April 27, 1998
- 3 16. June 3, 1998
- 4 17. June 22, 1998
- 5 18. August 5, 1998
- 6 19. August 31, 1998
- 7 20. September 10, 1997
- 8 21. October 19, 1998
- 9 22. October 23, 1998
- 10 23. November 3, 1998
- 11 24. November 30, 1998
- 12 25. December 16, 1998
- 13 26. January 22, 1999
- 14 27. February 26, 1999
- 15 28. March 24, 1999
- 16 29. April 19, 1999
- 17 30. May 26, 1999
- 18 31. June 15, 1999
- 19 32. July 26, 1999
- 20 33. August 20, 1999
- 21 34. November 30, 1999
- 22 35. December 16, 1999
- 23 36. January 28, 2000
- 24 37. February 18, 2000
- 25 38. April 14, 2000
- 26 39. May 25, 2000
- 27 40. July 5, 2000
- 28 41. August 13, 2000

MORGAN, LEWIS &
BOCKIUS LLP
ATTORNEYS AT LAW
SAN FRANCISCO

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42.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

42. October 17, 2000
43. November 10, 2000
44. December 22, 2000
45. February 9, 2001
46. April 4, 2001
47. May 30, 2001
48. July 10, 2001
49. October 2, 2001
50. November 20, 2001
51. January 18, 2002
52. February 28, 2002
53. January 24, 2005

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 47

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part. KLA objects to the production of documents pertaining to stock option grants before 1997.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action.

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43.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such documents will be produced by KLA.

2 Subject to and without waiving the foregoing limitations and General and Specific
3 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
4 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
5 and KLA current and former employees' confidential, proprietary, and/or private information.

6 **PRODUCTION DEMAND NO. 48**

7 All DOCUMENTS CONCERNING COMMUNICATIONS sent by or received by Stuart
8 J. Nichols CONCERNING stock options, the authority to grant or price stock options, Board
9 ratification of stock option grants, including but not limited to, all drafts of the memorandum sent
10 by Nichols dated March 19, 2001, and all COMMUNICATIONS with Wilson Sonsini Goodrich
11 & Rosati CONCERNING stock options.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 48**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA
14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
16 KLA further objects to this Demand to the extent it seeks production of documents which are
17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
20 No such privileged documents will be produced. KLA objects to this Demand to the extent it
21 seeks confidential, proprietary, or highly sensitive information or information that is protected by
22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

27 No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 49

ALL DOCUMENTS CONCERNING COMMUNICATIONS sent by or received by John Kispert or Mark Nordstrom CONCERNING stock options, accounting for stock options, other employee compensation, the making of forgivable loans to officers or employees, SCHROEDER, Kenneth Levy, Jon Tompkins, Rick Wallace, Gary Dickerson, Lisa Berry, Stuart Nichols, the Compensation Committee or the Audit Committee.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 49

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 50

ALL DOCUMENTS CONCERNING internal controls existing prior to the SPECIAL COMMITTEE INVESTIGATION to assure that the granting of stock options were properly accounted for, and all DOCUMENTS relating to the training of Human Resource [sic], stock administration departments and members of the stock option committee were trained in proper procedures for granting and accounting for option grants.

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45.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 50

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 51

Any and all stock charts or graphs reflecting historical prices of THE COMPANY'S stock prepared for or by, sent to or by, or received by or from any employee or officer of THE COMPANY'S Human Resources Department or any member of any of THE COMPANY'S stock option committees.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 51

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents

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46.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

PRODUCTION DEMAND NO. 52

All documents CONCERNING the November 14, 1998 COMMUNICATION from Lisa Berry to Larry Sonsini of Wilson Sonsini Goodrich & Rosati.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 52

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

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47.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

PRODUCTION DEMAND NO. 53

All documents CONCERNING any meeting held on April 4, 2001 at THE COMPANY, including the "Stock Option Pricing" meeting scheduled by the assistant for Maureen Lamb.

AMENDED RESPONSE TO PRODUCTION DEMAND NO. 53

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

Subject to and without waiving the foregoing limitations and General and Specific Objections, KLA will produce relevant, non-privileged documents that are responsive to this Demand provided that an adequate protective order is entered that will protect disclosure of KLA and KLA current and former employees' confidential, proprietary, and/or private information.

PRODUCTION DEMAND NO. 54

All calendars, diaries, or notes CONCERNING any witness or potential witness contacted during the SPECIAL COMMITTEE INVESTIGATION, including DOCUMENTS CONCERNING Kenneth Levy, Gary Dickerson, Jon Tompkins, John Kispert, Lisa Berry, Stuart Nichols, Maureen Lamb, Joy Nyberg, and Mark Nordstrom and all of the COMPANY'S vice

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48.

THIRD PARTY KLA-TENGOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 presidents of Human Resources.

2 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 54**

3 KLA reasserts and incorporates each of the General Objections set forth above. KLA
4 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
5 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
6 KLA further objects to this Demand to the extent it seeks production of documents which are
7 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
8 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
9 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
10 No such privileged documents will be produced. KLA objects to this Demand to the extent it
11 seeks confidential, proprietary, or highly sensitive information or information that is protected by
12 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
13 Demand to the extent it contains duplicative requests, in whole or in part.

14 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
15 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
16 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
17 No such documents will be produced by KLA.

18 **PRODUCTION DEMAND NO. 55**

19 All DOCUMENTS CONCERNING stock options discussed and/or granted or issued by
20 THE COMPANY to prepare for a potential change-in-control of THE COMPANY.

21 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 55**

22 KLA reasserts and incorporates each of the General Objections set forth above. KLA
23 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
24 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
25 KLA further objects to this Demand to the extent it seeks production of documents which are
26 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
27 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
28 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

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49.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 2 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 3 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 4 Demand to the extent it contains duplicative requests, in whole or in part.

5 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 6 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 7 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

8 No such documents will be produced by KLA.

9 Subject to and without waiving the foregoing limitations and General and Specific
 10 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
 11 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
 12 and KLA current and former employees' confidential, proprietary, and/or private information.

13 **PRODUCTION DEMAND NO. 56**

14 All DOCUMENTS CONCERNING any request by counsel for Gregory Reyes in *United*
 15 *States v Reyes*, Case No. CR 06-4435 CRB (Northern District of California), to YOU for
 16 permission to use in that case YOUR information or DOCUMENTS that CONCERNED YOUR
 17 stock option practices, including but not limited to all COMMUNICATIONS CONCERNING
 18 such request(s) for permission to use DOCUMENTS or information CONCERNING Stephen
 19 Beyer.

20 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 56**

21 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 22 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 23 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 24 KLA further objects to this Demand to the extent it seeks production of documents which are
 25 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 26 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 27 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

28 No such privileged documents will be produced. KLA objects to this Demand to the extent it
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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 57**

9 All COMMUNICATIONS CONCERNING stock options or accounting for stock options
 10 sent or received by Ken Levy, Ken Schroeder, Gary Dickerson, Jon Tompkins, John Kispert, Lisa
 11 Berry, Mark Nordstrom, Stuart Nichols, Maureen Lamb, and any officer or employee of KLA-
 12 TENCOR's human resources, finance, stock administration, and legal departments.

13 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 57**

14 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 15 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 16 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

17 KLA further objects to this Demand to the extent it seeks production of documents which are
 18 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 19 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 20 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

21 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 22 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 23 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 24 Demand to the extent it contains duplicative requests, in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

28 No such documents will be produced by KLA.

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51.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 Subject to and without waiving the foregoing limitations and General and Specific
 2 Objections, KLA will produce relevant, non-privileged documents that are responsive to this
 3 Demand provided that an adequate protective order is entered that will protect disclosure of KLA
 4 and KLA current and former employees' confidential, proprietary, and/or private information.

5 **PRODUCTION DEMAND NO. 58**

6 All DOCUMENTS CONCERNING KENNETH SCHROEDER including all
 7 DOCUMENTS concerning his employment, responsibilities at THE COMPANY, option grants,
 8 and any action taken with respect to him based on the SPECIAL COMMITTEE
 9 INVESTIGATION OR SPECIAL LITIGATION COMMITTEE INVESTIGATION.

10 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 58**

11 KLA reasserts and incorporates each of the General Objections set forth above. KLA
 12 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
 13 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 14 KLA further objects to this Demand to the extent it seeks production of documents which are
 15 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 16 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 17 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 18 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 19 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 20 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 21 Demand to the extent it contains duplicative requests, in whole or in part.

22 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 23 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 24 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 25 No such documents will be produced by KLA.

26 **PRODUCTION DEMAND NO. 59**

27 All DOCUMENTS CONCERNING internal controls that THE COMPANY put into place
 28 on the basis of the results of the SPECIAL INVESTIGATION to assure proper granting and
 1-SF/7643633.3 52.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 accounting for its stock options and education of its personnel and directors regarding stock
2 option grants.

3 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 59**

4 KLA reasserts and incorporates each of the General Objections set forth above. KLA
5 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
6 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
7 KLA objects to this Demand on the grounds that it is unintelligible; the Subpoena contains no
8 definition for the term "Special Investigation." KLA further objects to this Demand to the extent
9 it seeks production of documents which are neither relevant to the subject matter of this action
10 nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this
11 Demand to the extent it seeks documents protected by the attorney-client privilege, work product
12 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA
13 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive
14 information or information that is protected by the right to privacy of any third party that KLA is
15 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,
16 in whole or in part.

17 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
18 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
19 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
20 No such documents will be produced by KLA.

21 **PRODUCTION DEMAND NO. 60**

22 All DOCUMENTS CONCERNING any decisions made by the COMPANY
23 CONCERNING any remedial action taken or considered by THE COMPANY based on the
24 SPECIAL COMMITTEE INVESTIGATION, including employment decisions, requests for
25 director resignations and stock option re-pricing decisions and bonus decisions.

26 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 60**

27 KLA reasserts and incorporates each of the General Objections set forth above. KLA
28 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects
1-SF/7643633.3 53.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.
 2 KLA further objects to this Demand to the extent it seeks production of documents which are
 3 neither relevant to the subject matter of this action nor reasonably calculated to lead to the
 4 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents
 5 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.
 6 No such privileged documents will be produced. KLA objects to this Demand to the extent it
 7 seeks confidential, proprietary, or highly sensitive information or information that is protected by
 8 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this
 9 Demand to the extent it contains duplicative requests, in whole or in part.

10 KLA objects to this demand to the extent it seeks documents that Schroeder already has in
 11 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,
 12 but not limited to, documents that Schroeder already has obtained from the SEC in this action.
 13 No such documents will be produced by KLA.

14 Dated: December 14, 2007

MORGAN, LEWIS & BOCKIUS LLP

15
16 By 

17 Thomas R. Green
 18 Attorneys for Third Party KLA-Tencor
 19 Corporation
 20
21
22
23
24
25
26
27

Securities and Exchange Commission v. Kenneth L. Schroeder
KLA-Tencor Corporation's Log of Privileged Documents

DOC NUMBER
KT ACWP-PRIV 0001-0226
KT ACWP-PRIV 0227-0228
KT ACWP-PRIV 00000227-1165
KT ACWP-PRIV 00001168-1172
KT ACWP-PRIV 00001173-1308
KT ACWP-PRIV 00001309-1324
KT ACWP-PRIV 0001325-1330
KT ACWP-PRIV 00001331
KT ACWP-PRIV 00001736-1741
KT ACWP-PRIV 00001742-1874
KT ACWP-PRIV 00001875-1898
KT ACWP-PRIV 00001899-1976
KT ACWP-PRIV 00001977-1986
KT ACWP-PRIV 00001987-2050
KT ACWP-PRIV 00002051-2346
KT ACWP-PRIV 00002347-3855
KT ACWP-PRIV 00001331-1735
KT ACWP-PRIV 00003856-3972
KT ACWP-PRIV 00003973-3986
KT ACWP-PRIV 00003987-4047
KT ACWP-PRIV 0004048-4107
KT ACWP-PRIV 00004108-5186
KT ACWP-PRIV 00005187-5202
KT ACWP-00005203-5209
KT ACWP-PRIV 00005210-5220

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